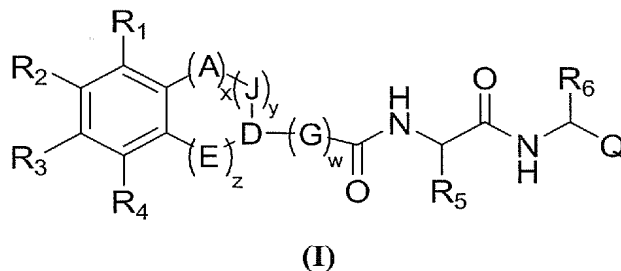


### **Listing of the Claims**

Please amend the claims as follows. This listing of claims will replace all prior versions and listings of claims in the application.

1. **(Previously Presented)** A compound having the structure **(I)**:



or pharmaceutically acceptable derivative thereof;

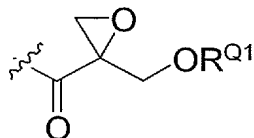
wherein each occurrence of A, J, E, D and G is independently CR<sub>A</sub>, CR<sub>A</sub>R<sub>B</sub>, C=O, O, S, NR<sub>A</sub>, or N, wherein each occurrence of R<sub>A</sub> and R<sub>B</sub> is independently hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety;

A and J, J and D, D and E, and D and G are each independently linked by a single or double bond as valency permits;

w, x, y and z are each independently 0, 1, 2, 3, 4, 5 or 6, but the sum of x, y and z is 2-6 and the sum of x and y is 1-6;

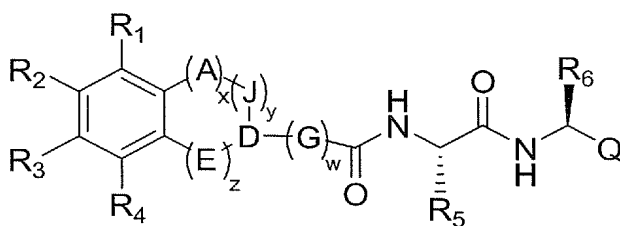
R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub> and R<sub>4</sub> are each independently hydrogen, halogen, -CN, -OR<sub>C</sub>, -SR<sub>C</sub>, -NR<sub>C</sub>R<sub>D</sub>, -(C=O)R<sub>C</sub> or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, wherein each occurrence of R<sub>C</sub> and R<sub>D</sub> is independently hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, or R<sub>C</sub> and R<sub>D</sub>, taken together, form a heteroalicyclic or heteroaryl moiety; or wherein any two adjacent groups R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub> and R<sub>4</sub>, taken together, form an alicyclic or heteroalicyclic moiety, or an aryl or heteroaryl moiety;

R<sub>5</sub> and R<sub>6</sub> are each independently an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety; and Q is an epoxycarbonyl moiety having the structure:



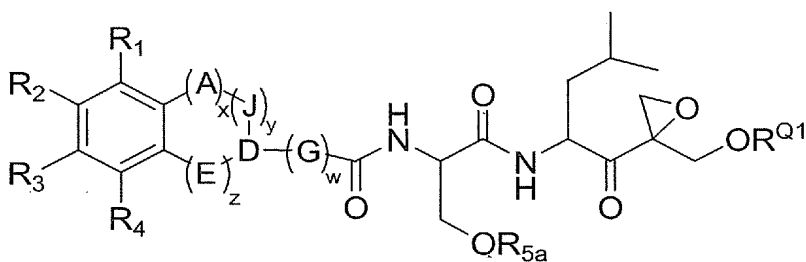
wherein  $R^{Q1}$  is hydrogen, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, an oxygen protecting group or a prodrug moiety.

2. **(Original)** The compound of claim 1, wherein the compound has the structure:



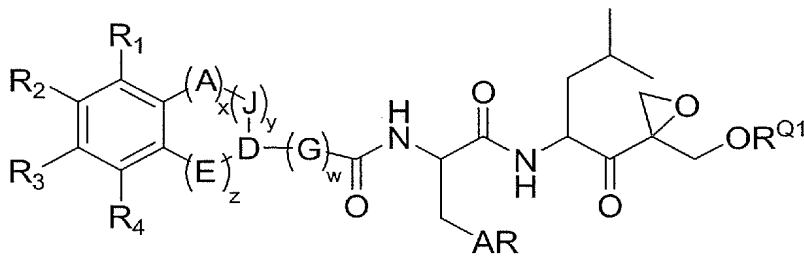
- 3-4. **(Canceled).**

5. **(Previously Presented)** The compound of claim 1, wherein  $R_5$  is  $-\text{CH}_2\text{OR}_{5a}$  and the compound has the structure:



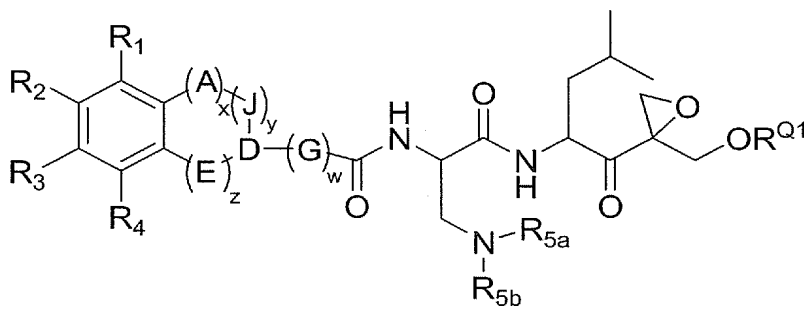
wherein  $R_{5a}$  is hydrogen, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, an oxygen protecting group or a prodrug moiety.

6. **(Previously Presented)** The compound of claim 1, wherein  $R_5$  is aryl or heteroaryl and the compound has the structure:



wherein AR is an aryl or heteroaryl moiety.

7. **(Previously Presented)** The compound of claim 1, wherein R<sub>5</sub> is -CH<sub>2</sub>NR<sub>5a</sub>R<sub>5b</sub> or heteroaryl and the compound has the structure:



wherein R<sub>5a</sub> and R<sub>5b</sub> are each independently hydrogen, a nitrogen protecting group, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, or a prodrug, or R<sub>5a</sub> and R<sub>5b</sub>, taken together, form a heteroalicyclic or heteroaryl moiety.

- 8-12. (Canceled).

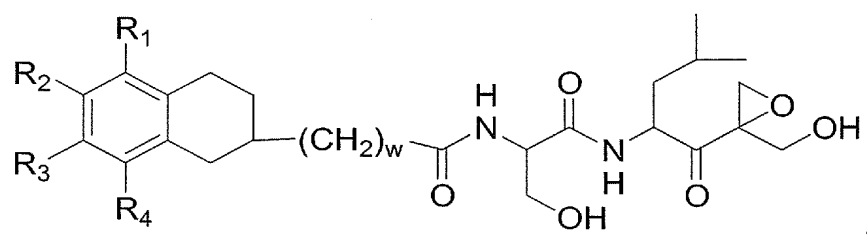
13. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1, and A, J and E are each CH<sub>2</sub> and D is CH.

- 14-15. **(Canceled).**

16. **(Previously Presented)** The compound of claim 1, wherein G is CH<sub>2</sub> and w is 0, 1, or 2.

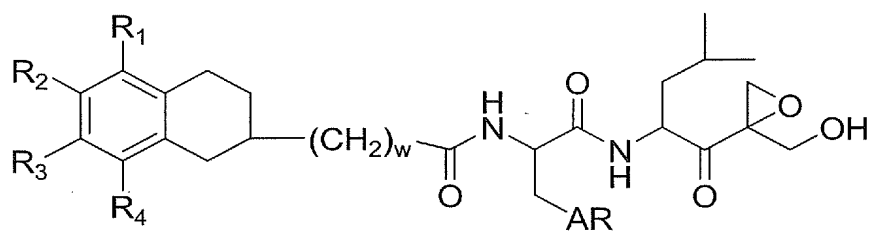
17. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1; A, J and E are each CH<sub>2</sub>; D is CH; G is CH<sub>2</sub> and w is 0, 1, or 2..

18. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1; A, J and E are each CH<sub>2</sub>, D is CH and the compound has the structure:



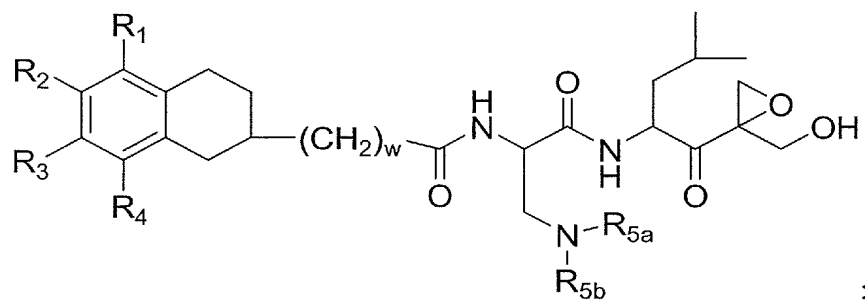
wherein w is 0, 1 or 2; and R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub> and R<sub>4</sub> are each independently hydrogen, OR<sub>C</sub>, halogen, or NR<sub>C</sub>R<sub>D</sub>, wherein each occurrence of R<sub>C</sub> and R<sub>D</sub> is independently hydrogen or lower alkyl.

19. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1; A, J and E are each CH<sub>2</sub>, D is CH and the compound has the structure:



wherein AR is an aryl or heteroaryl moiety; w is 0, 1 or 2; and R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub> and R<sub>4</sub> are each independently hydrogen, OR<sub>C</sub>, halogen, or NR<sub>C</sub>R<sub>D</sub>, wherein each occurrence of R<sub>C</sub> and R<sub>D</sub> is independently hydrogen or lower alkyl.

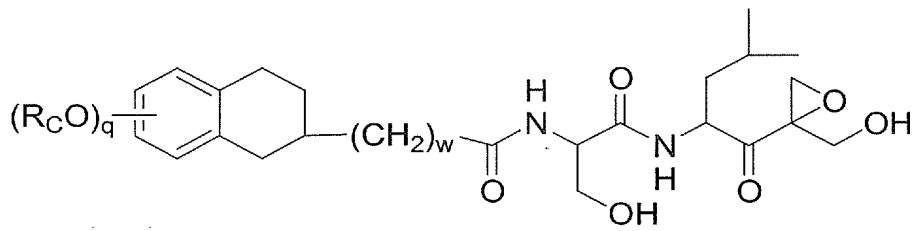
20. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1; A, J and E are each CH<sub>2</sub>, D is CH and the compound has the structure:



wherein  $R_{5a}$  and  $R_{5b}$  are each independently hydrogen, a nitrogen protecting group, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, or a prodrug, or  $R_{5a}$  and  $R_{5b}$ , taken together, form a heteroalicyclic or heteroaryl moiety;  $w$  is 0, 1 or 2; and  $R_1$ ,  $R_2$ ,  $R_3$  and  $R_4$  are each independently hydrogen,  $OR_C$ , halogen, or  $NR_C R_D$ , wherein each occurrence of  $R_C$  and  $R_D$  is independently hydrogen or lower alkyl.

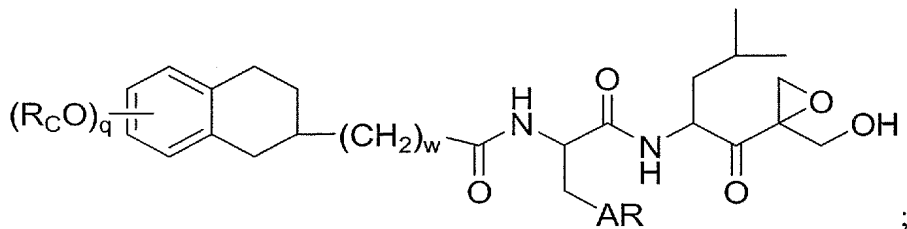
21-23. **(Canceled).**

24. **(Previously Presented)** The compound of claim 1, wherein  $x$ ,  $y$  and  $z$  are each 1; A, J and E are each  $CH_2$ , D is CH and the compound has the structure:



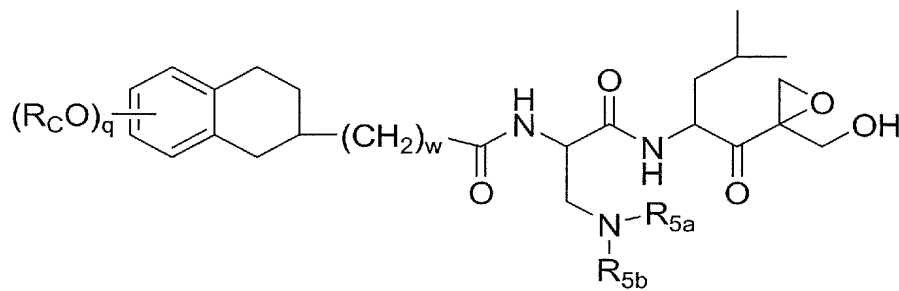
wherein  $w$  is 0, 1 or 2, each occurrence of  $R_C$  is independently lower alkyl, and  $q$  is 0, 1, 2, 3 or 4.

25. **(Previously Presented)** The compound of claim 1, wherein  $x$ ,  $y$  and  $z$  are each 1; A, J and E are each  $CH_2$ , D is CH and the compound has the structure:



wherein AR is an aryl or heteroaryl moiety; w is 0, 1 or 2, each occurrence of  $R_C$  is independently lower alkyl, and q is 0, 1, 2, 3 or 4.

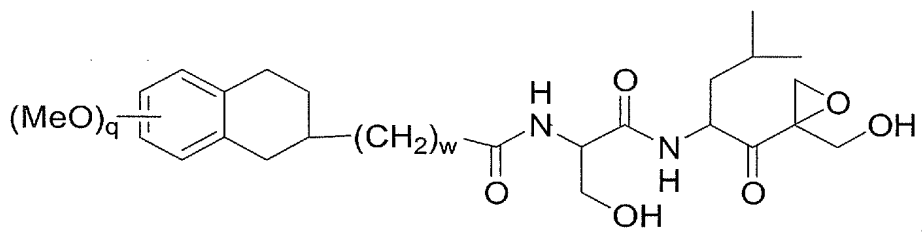
26. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1; A, J and E are each  $CH_2$ , D is CH and the compound has the structure:



wherein  $R_{5a}$  and  $R_{5b}$  are each independently hydrogen, a nitrogen protecting group, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, or a prodrug, or  $R_{5a}$  and  $R_{5b}$ , taken together, form a heteroalicyclic or heteroaryl moiety; w is 0, 1 or 2, each occurrence of  $R_C$  is independently lower alkyl, and q is 0, 1, 2, 3 or 4.

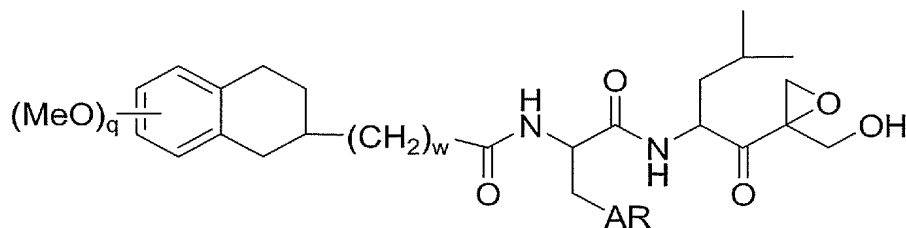
27-29. **(Canceled)**.

30. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1; A, J and E are each  $CH_2$ , D is CH and the compound has the structure:



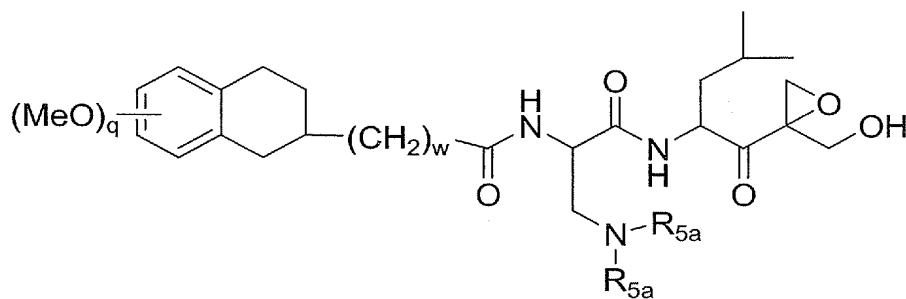
wherein w is 0, 1 or 2; and q is 0, 1, 2, 3 or 4.

31. **(Previously Presented)** The compound of claim 1, wherein x, y and z are each 1; A, J and E are each  $CH_2$ , D is CH and the compound has the structure:



wherein  $\text{AR}$  is an aryl or heteroaryl moiety;  $w$  is 0, 1 or 2; and  $q$  is 0, 1, 2, 3 or 4.

32. **(Previously Presented)** The compound of claim 1, wherein  $x$ ,  $y$  and  $z$  are each 1;  $\text{A}$ ,  $\text{J}$  and  $\text{E}$  are each  $\text{CH}_2$ ,  $\text{D}$  is  $\text{CH}$  and the compound has the structure:



wherein  $\text{R}_{5a}$  and  $\text{R}_{5b}$  are each independently hydrogen, a nitrogen protecting group, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, or a prodrug, or  $\text{R}_{5a}$  and  $\text{R}_{5b}$ , taken together, form a heteroalicyclic or heteroaryl moiety;  $w$  is 0, 1 or 2; and  $q$  is 0, 1, 2, 3 or 4.

33-37. **(Canceled).**

38. **(Previously Presented)** The compound of any one of claims 1, 2 or 5-7, wherein  $x$ ,  $y$  and  $z$  are each 1 and  $\text{A-J-D-E}$  together represent  $-\text{CH}_2\text{CH}_2\text{CH}-\text{CH}_2-$ .

39. **(Previously Presented)** The compound of any one of claims 1, 2 or 5-7, wherein  $x$  is 0,  $y$  and  $z$  are each 1 and  $\text{J-D-E}$  together represent  $-\text{CH}_2-\text{CH}-\text{CH}_2-$ .

40. **(Previously Presented)** The compound of any one of claims 1, 2 or 5-7, wherein x is 0, z is 0 and E is absent and J-D together represents  $-\text{CH}_2-\text{CH}_2-$ .

41. **(Previously Presented)** The compound of any one of claims 1, 2 or 5-7, wherein x, y and z are each 1 and A-J-D-E together represent  $-\text{N}=\text{CH}-\text{C}=\text{N}-$ .

42. **(Previously Presented)** The compound of any one of claims 1, 2 or 5-7, wherein x, y and z are each 1 and A-J-D-E together represent  $-\text{CH}_2\text{CH}_2\text{CH}-\text{CH}_2-$  and G is  $\text{CH}_2$  and w is 0, 1 or 2.

43. **(Previously Presented)** The compound of claim 1, wherein  $\text{R}_1$ ,  $\text{R}_2$ ,  $\text{R}_3$  and  $\text{R}_4$  are each independently hydrogen, halogen, protected or unprotected hydroxyl, protected or unprotected thiol, protected or unprotected amino, alkyl, alkoxy, thioalkyl, mono-or di-substituted alkylamino, or wherein any two adjacent groups  $\text{R}_1$ ,  $\text{R}_2$ ,  $\text{R}_3$  or  $\text{R}_4$ , taken together are a cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety,

whereby each of the alkyl moieties is independently substituted or unsubstituted, linear or branched, cyclic or acyclic, and each of the aryl and heteroaryl moieties is independently substituted or unsubstituted.

44. **(Previously Presented)** The compound of claim 1, wherein  $\text{R}_1$ ,  $\text{R}_2$ ,  $\text{R}_3$  and  $\text{R}_4$  are each independently hydrogen or lower alkoxy.

45. **(Previously Presented)** The compound of claim 1, wherein  $\text{R}_1$ ,  $\text{R}_2$ ,  $\text{R}_3$  and  $\text{R}_4$  are each independently hydrogen or methoxy.

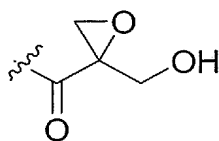
46. **(Previously Presented)** The compound of claim 1, wherein  $\text{R}_1$ ,  $\text{R}_2$ ,  $\text{R}_3$  and  $\text{R}_4$  are each methoxy.

47. **(Previously Presented)** The compound of claim 1, wherein  $\text{R}_1$  is hydrogen and each of  $\text{R}_2$ ,  $\text{R}_3$  and  $\text{R}_4$  are independently lower alkoxy.

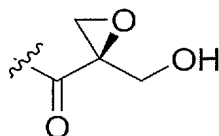


48. **(Previously Presented)** The compound of claim 1, wherein  $R_1$  is hydrogen and each of  $R_2$ ,  $R_3$  and  $R_4$  are methoxy.
49. **(Previously Presented)** The compound of claim 1, wherein  $R_5$  is alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, cycloalkynyl,  $C_{1-6}OR_{5a}$ ,  $C_{1-6}NR_{5a}R_{5b}$ , aryl or heteroaryl; wherein  $R_{5a}$  and  $R_{5b}$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl,  $-C(NH_2)=N(NO_2)$ ,  $-C(=O)OR_{5c}$ ,  $-C(=O)R_{5c}$  or a protecting group; wherein  $R_{5c}$  is hydrogen, alkyl, alkenyl, alkynyl, aryl or heteroaryl.
50. **(Previously Presented)** The compound of claim 1, wherein  $R_5$  is alkyl, cycloalkyl,  $-CH_2OR_{5a}$ ,  $-CH_2NR_{5a}R_{5b}$ ,  $-CH_2$ aryl or  $-CH_2$ heteroaryl; wherein  $R_{5a}$  and  $R_{5b}$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl,  $-C(NH_2)=N(NO_2)$ ,  $-C(=O)OR_{5c}$ ,  $-C(=O)R_{5c}$  or a protecting group; wherein  $R_{5c}$  is hydrogen, alkyl, alkenyl, alkynyl, aryl or heteroaryl.
51. **(Previously Presented)** The compound of claim 1, wherein  $R_5$  is alkyl, cycloalkyl,  $CH_2OR_{5a}$ ,  $CH_2NR_{5a}R_{5b}$  or substituted or unsubstituted  $-CH_2Ph$ ; wherein  $R_{5a}$  and  $R_{5b}$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl,  $-C(NH_2)=N(NO_2)$ ,  $-C(=O)OR_{5c}$ ,  $-C(=O)R_{5c}$  or a protecting group; wherein  $R_{5c}$  is hydrogen, alkyl, alkenyl, alkynyl, aryl or heteroaryl.
52. **(Previously Presented)** The compound of claim 1, wherein  $R_5$  is  $-CH_2OH$  or benzyl.
53. **(Previously Presented)** The compound of claim 1, wherein  $R_6$  is alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, cycloalkynyl, aryl or heteroaryl.
54. **(Previously Presented)** The compound of claim 1, wherein  $R_6$  is lower alkyl or aryl.
55. **(Previously Presented)** The compound of claim 1, wherein  $R_6$  is  $-CH_2CH(CH_3)_2$ .
56. **(Canceled).**

57. **(Previously Presented)** The compound of claim 1 or 2, wherein Q has the structure:



58. **(Previously Presented)** The compound of claim 57, wherein Q has the structure:



- 59-62. **(Canceled).**

63. **(Previously Presented)** A pharmaceutical composition comprising a compound of claim 1; and

a pharmaceutically acceptable carrier or diluent, and optionally further comprising an additional therapeutic agent.

64. **(Original)** The pharmaceutical of claim 63 wherein the compound is present in an amount effective to exert an antiproliferative and/or anticancer effect.

65. **(Original)** The pharmaceutical of claim 63 wherein the compound and the additional therapeutic agent are present in an amount effective to exert an antiproliferative and/or anticancer effect.

66. **(Original)** The pharmaceutical of claim 63 wherein the compound is present in an amount effective to exert an anti-inflammatory effect.

67. **(Original)** The pharmaceutical of claim 63 wherein the compound and the additional therapeutic agent are present in an amount effective to exert an anti-inflammatory effect.

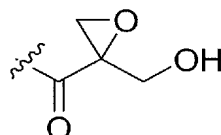
68. **(Previously Presented)** A method for treating cancer comprising:  
administering to a subject in need thereof a therapeutically effective amount of a  
compound of claim 1; and  
optionally further administering an additional therapeutic agent.

69. **(Original)** The method of claim 68, wherein the method is used to treat prostate,  
breast, colon, bladder, cervical, skin, testicular, kidney, ovarian, stomach, brain, liver,  
pancreatic or esophageal cancer or lymphoma, leukemia, or multiple myeloma.

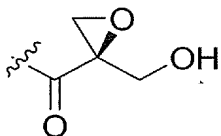
70. **(Original)** The method of claim 68, wherein the cancer is a solid tumor.

71-80. **(Canceled)**.

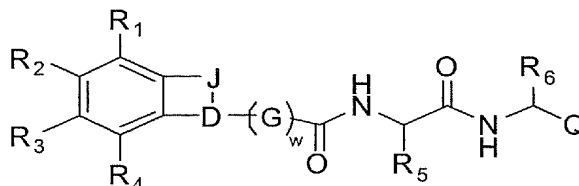
81. **(Previously Presented)** The compound of claim 2, wherein Q is a moiety having the  
structure:



82. **(Previously Presented)** The compound of claim 81, wherein Q is a moiety having  
the structure:



83. **(Previously Presented)** A compound having the structure:



or pharmaceutically acceptable derivative thereof;

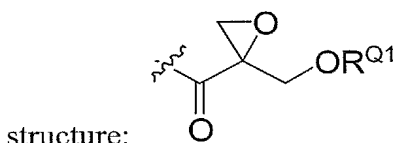
wherein each occurrence of J, D and G is independently  $CR_A$ ,  $CR_AR_B$ ,  $C=O$ , O, S,  $NR_A$ , or N, wherein each occurrence of  $R_A$  and  $R_B$  is independently hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety;

J and D, and D and G are each independently linked by a single or double bond as valency permits;

w is independently 0, 1, 2, 3, 4, 5 or 6,

$R_1$ ,  $R_2$ ,  $R_3$  and  $R_4$  are each independently hydrogen, halogen,  $-CN$ ,  $-OR_C$ ,  $-SR_C$ ,  $-NR_CR_D$ ,  $-(C=O)R_C$  or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, wherein each occurrence of  $R_C$  and  $R_D$  is independently hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, or  $R_C$  and  $R_D$ , taken together, form a heteroalicyclic or heteroaryl moiety; or wherein any two adjacent groups  $R_1$ ,  $R_2$ ,  $R_3$  and  $R_4$ , taken together, form an alicyclic or heteroalicyclic moiety, or an aryl or heteroaryl moiety;

$R_5$  and  $R_6$  are each independently an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety; and Q is an epoxycarbonyl moiety having the

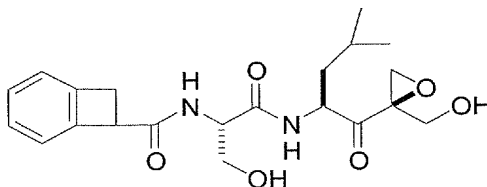


wherein  $R^{Q1}$  is hydrogen, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety, an oxygen protecting group or a prodrug moiety.

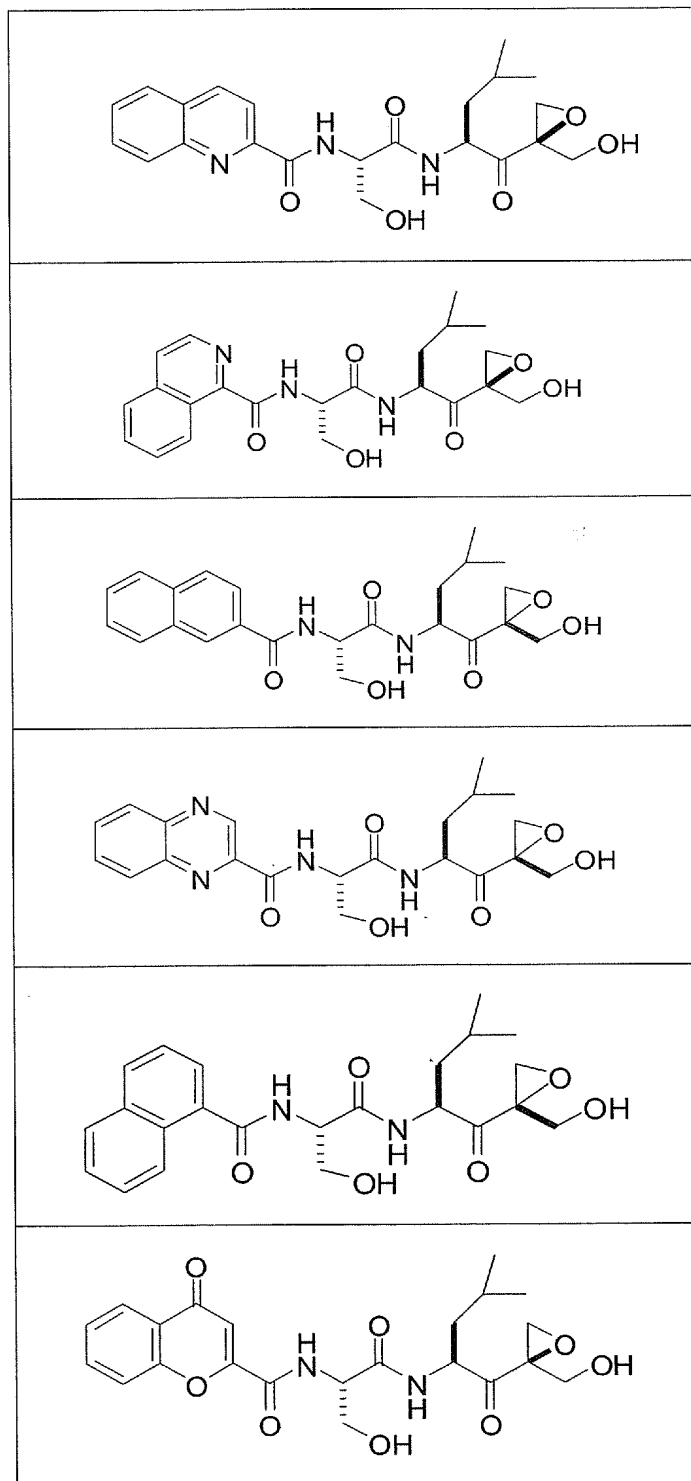
84. **(Previously Presented)** The compound of claim 83, wherein J is  $CH_2$  and D is CH.

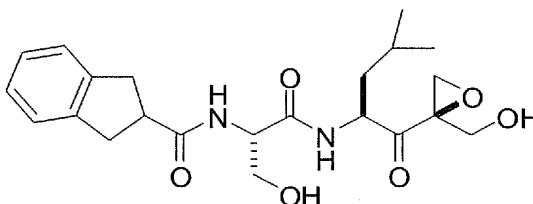
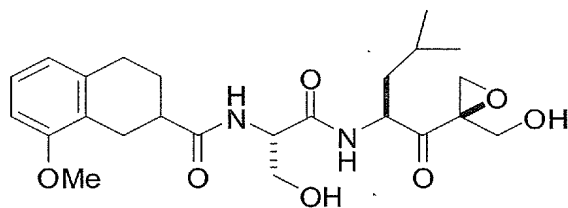
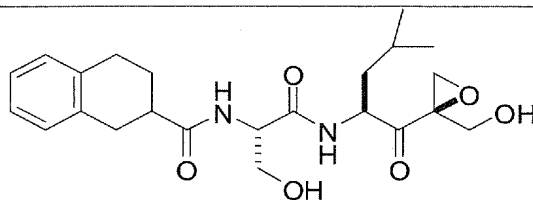
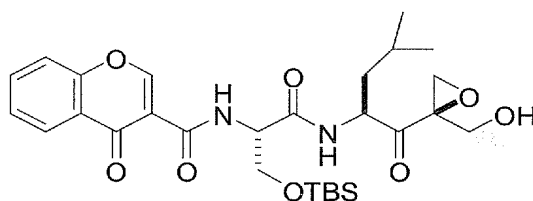
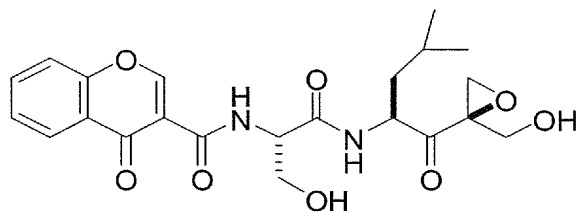
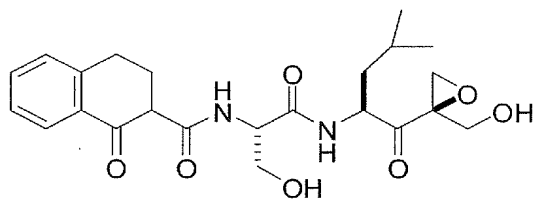
85-87. **(Canceled)**

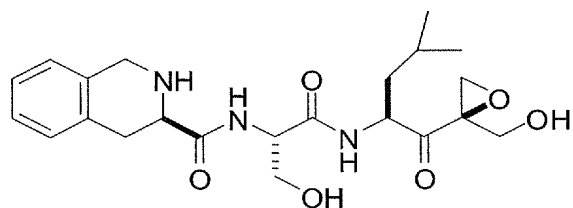
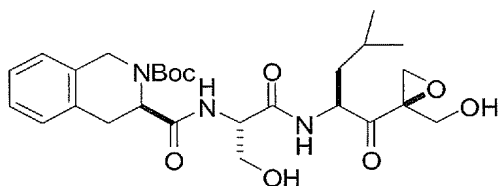
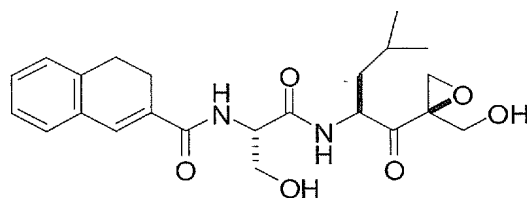
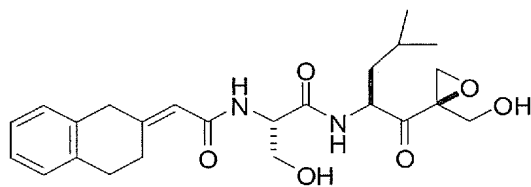
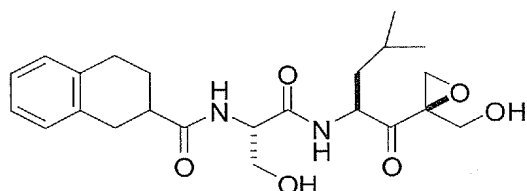
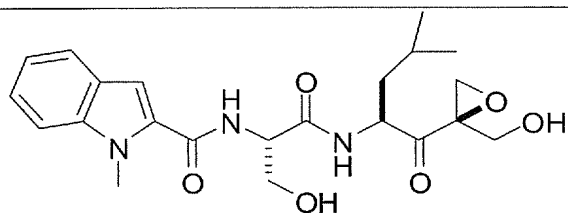
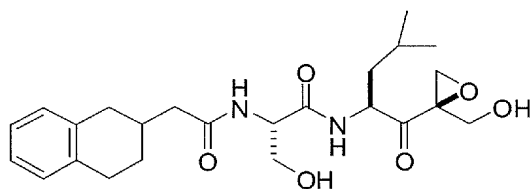
88. **(New)** The compound of claim 83, wherein the compound is:

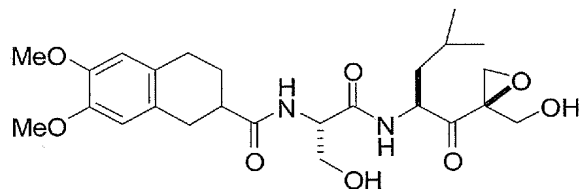
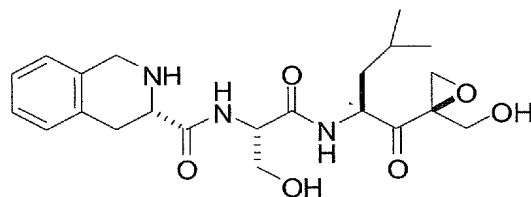
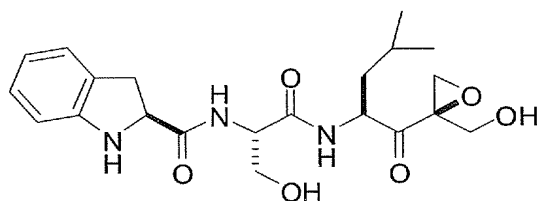
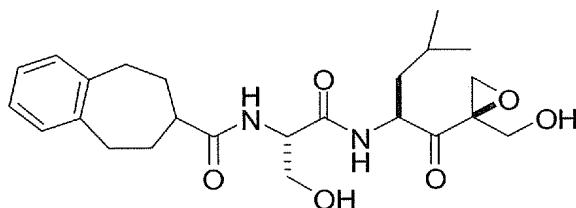
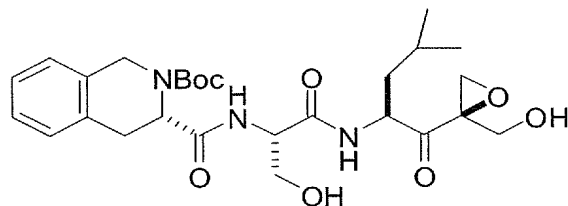
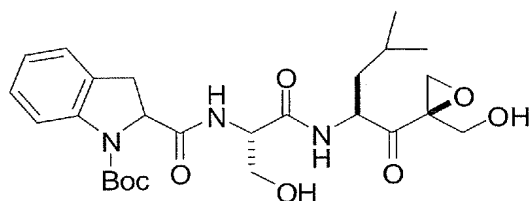


89. (New) The compound of claim 1, wherein the compound is selected from the group consisting of the following compounds:

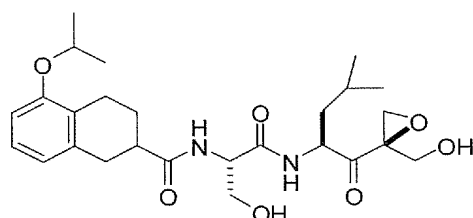
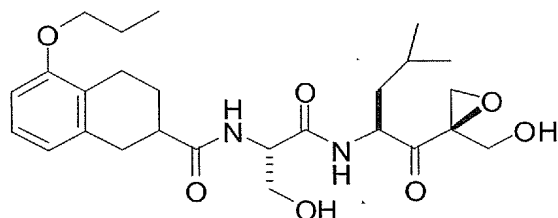
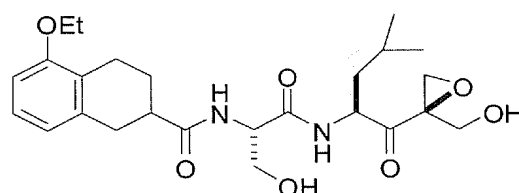
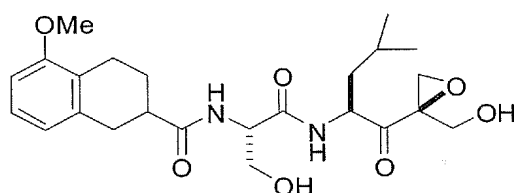
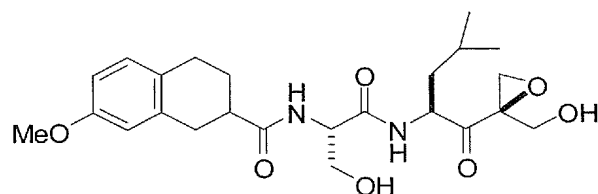
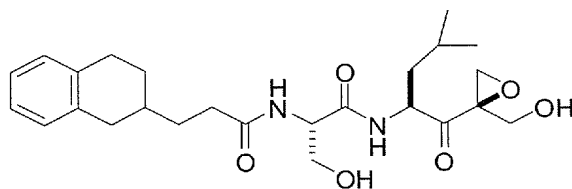


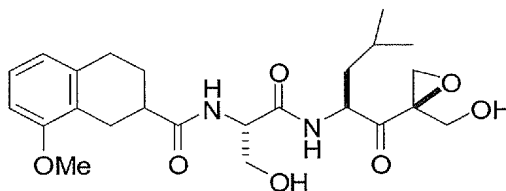
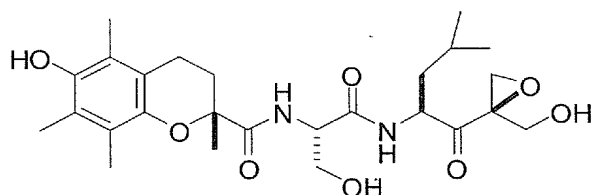
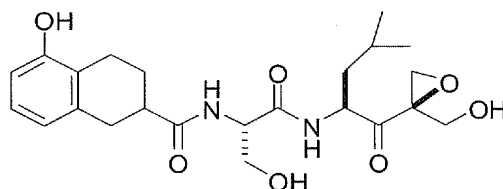
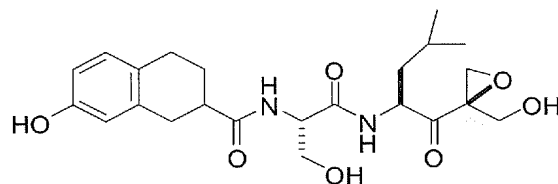
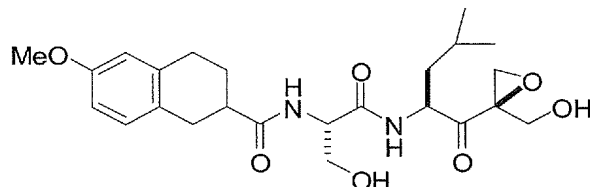
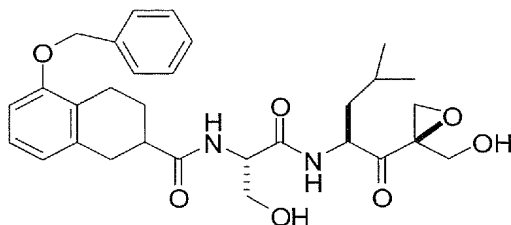


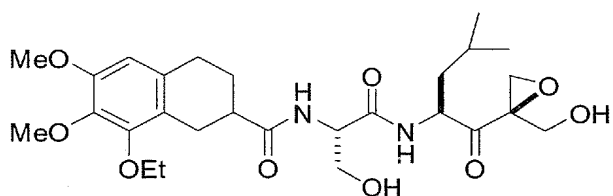
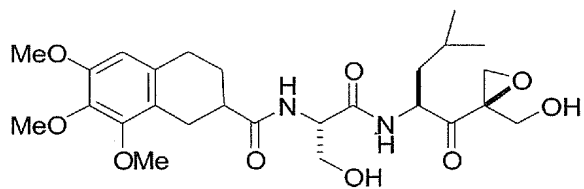
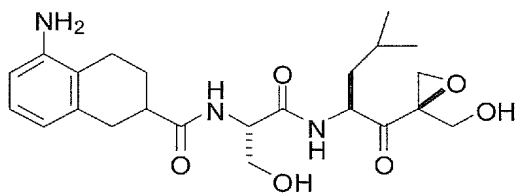
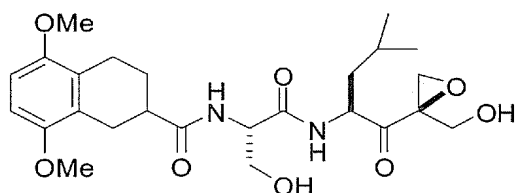
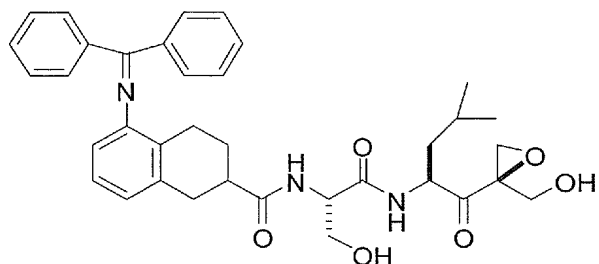
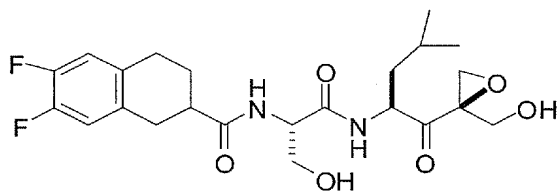


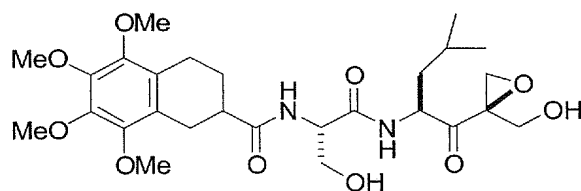
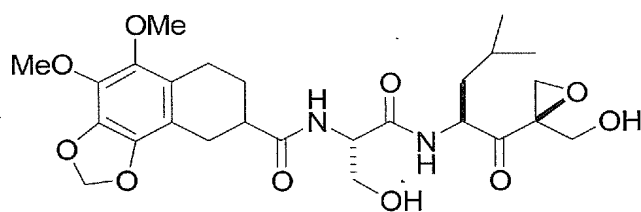
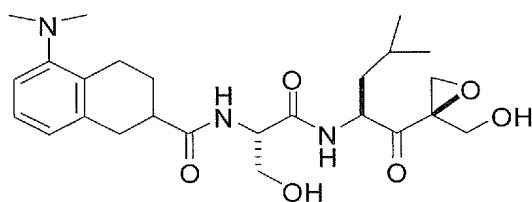
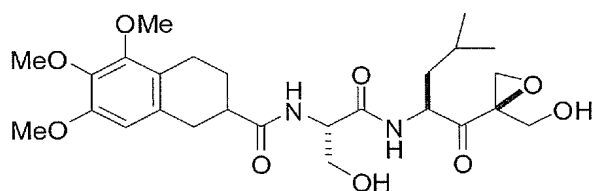
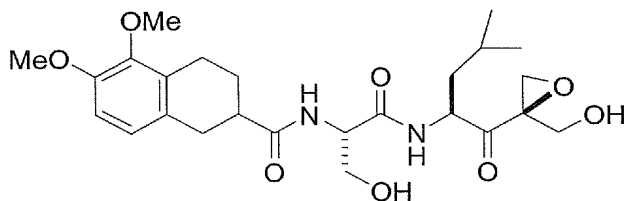
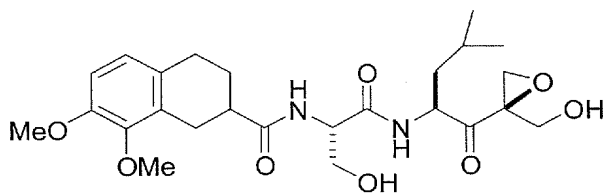


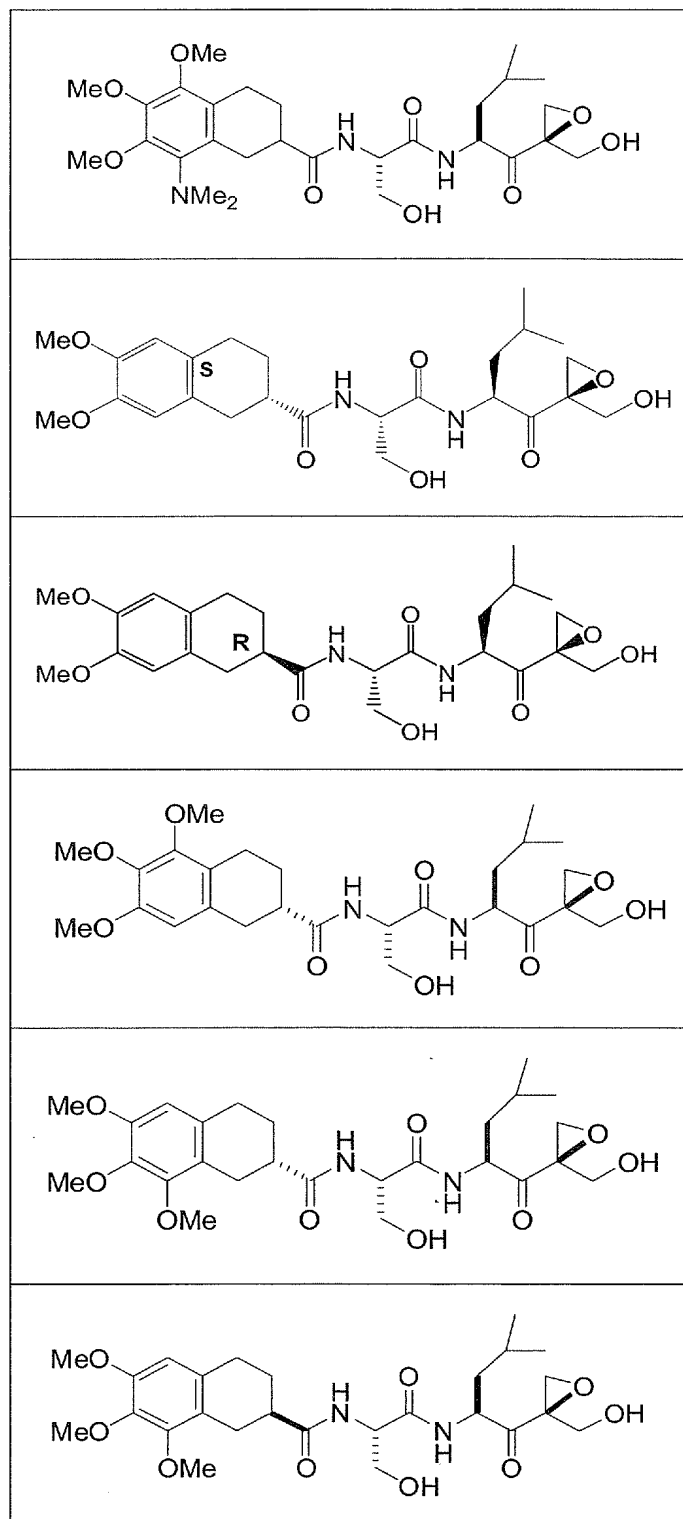


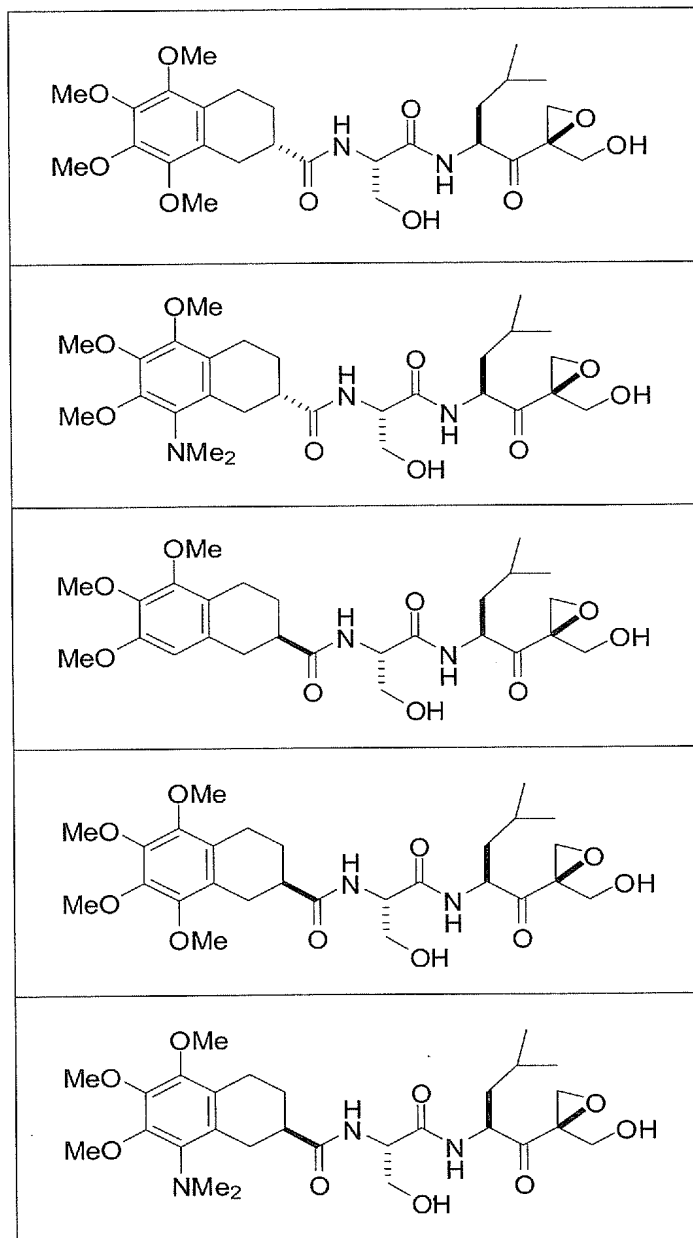












90. **(Previously Presented)** The compound of claim 89, wherein the compound is selected from the group consisting of the following compounds:

